

CERTIFICATE OF ASSISTANT SECRETARY

The undersigned, MARJORIE H. LOEB, hereby certifies that:

1. She is the duly elected and acting Assistant Secretary of Delphi Corporation, a Delaware corporation (the "Corporation").
2. Attached hereto as Exhibit A is a true and complete copy of all resolutions (the "Resolutions") adopted by the Board of Directors of the Corporation on the date hereof authorizing certain reorganization matters (including filing a petition seeking relief pursuant to chapter 11 of the U.S. Bankruptcy Code), the execution of certain loan documents, retention of advisors, amendment of the Corporation's bylaws with respect to certain indemnification matters and certain other matters. The Resolutions have not been amended nor modified in any respect and remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate duly elected and acting of Assistant Secretary of the Corporation as of this 8th day of October 2005.


MARJORIE H. LOEB

Reorganization Matters

WHEREAS, the Board has been presented with a proposed petition to be filed by the Corporation in the United States Bankruptcy Court for the Southern District of New York seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought;

WHEREAS, the following agreement has been explained and described to the Board: Revolving Credit, Term Loan And Guaranty Agreement, to be dated as of the date hereof (the "Loan Agreement" and together with each other document, instrument or agreement executed by the Corporation or any Guarantor in connection therewith, the "Loan Documents"), among the Corporation, as debtor and debtor-in-possession in a case to be filed under Chapter 11 of the Bankruptcy Code, and the subsidiaries of the Corporation signatory thereto (each a "Guarantor" and collectively the "Guarantors"), each of which Guarantors will be a debtor and debtor-in-possession in a case to be filed under Chapter 11 of the Bankruptcy Code (the cases of the Corporation and the Guarantors, each a "Case" and collectively, the "Cases"), JPMorgan Chase Bank, N.A. ("JPMCB"), Citigroup USA, Inc. ("CUSA"), each of the other financial institutions from time to time party hereto (together with JPMCB and CUSA), the "Lenders"), JPMCB, as administrative agent (in such capacity, the "Administrative Agent") for the Lenders, and CUSA, as syndication agent (in such capacity, the "Syndication Agent"; together, the Administrative Agent and the Syndication Agent are the "Agents") for the Lenders; which Loan Documents (A) provide the Corporation with loan facilities of \$2,000,000,000, comprised of (i) a revolving credit and letter of credit facility in an aggregate principal amount of \$1,750,000,000 as set forth therein and (ii) a term loan in an aggregate principal amount of \$250,000,000 as set forth therein, (B) require all of the Corporation's obligations therein to be guaranteed by the Guarantors, and (C) provide for the proceeds therefrom to be used for working capital and for other general corporate purposes of the Corporation and its Subsidiaries (as hereinafter defined), including the making of pension contributions, adequate protection payments to the pre-petition lenders, and the payment of transaction costs, fees and expenses in respect of the contemplated transactions and the Cases and the payment of all Restructuring Costs (as defined in the Loan Agreement);

WHEREAS, the Board has reviewed the proposed petition and the Loan Documents and wishes to take actions that are in the best interests of the Corporation and its stakeholders; and

WHEREAS, the Board has determined that it is in the best interests of the Corporation and its stakeholders that this Corporation (i) file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code, in which the authority to operate as a debtor-in-possession would be sought and (ii) enter into the Loan Documents with such changes to such Loan Documents as described below.

NOW THEREFORE, BE IT RESOLVED, that this Corporation file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy

Code, in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that each of the chairman and chief executive officer, president and chief operating officer, vice chairman, chief financial officer, each executive vice president, each vice president, secretary, treasurer, assistant secretary, assistant treasurer, chief tax officer, chief restructuring officer and chief accounting officer and controller of the Corporation be appointed by the Board as an authorized signatory (each, individually, an "Authorized Officer," and, collectively, the "Authorized Officers") in connection with the chapter 11 case authorized herein and any documents, agreements, certificates, contracts or other writings executed in connection therewith, including, without limitation, the Loan Documents; and it is further

RESOLVED, that each Authorized Officer be, and each of them hereby is, authorized, empowered and directed on behalf of the Corporation to (i) execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York in such form and at such time as the Authorized Officer executing said petition on behalf of this Corporation shall determine and in connection with the chapter 11 case authorized herein and (ii) execute and deliver any documents, agreements, certificates, contracts or other writings executed in connection therewith; and it is further

RESOLVED, that the Authorized Officers or any one of them be, and each hereby is, authorized to execute and file or cause to be executed and filed (or to direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all other action which they or any one of them deem necessary, proper or desirable in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of such case; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officers or by the former acting chief financial officer of the Corporation or any other officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that the terms and provisions of the Loan Documents, with such deletions or changes therein or additions thereto (substantial or otherwise) as the Authorized Officer executing the same may approve, are hereby adopted and approved in all respects; and that the Corporation hereby is authorized to enter into the Loan Documents and perform its obligations under the Loan Documents and to execute, authorize, deliver, verify, and/or file, or cause to be executed, authorized, delivered, verified and/or filed all necessary documents required to

consummate the transactions contemplated thereby, and the Corporation is hereby authorized to borrow and to request letters of credit under the Loan Documents, and to pledge, mortgage or grant a lien or a security interest in, assets of the Corporation as security for such borrowing; and it is further

RESOLVED, that each and every officer, including the Authorized Officers, of the Corporation be, and each of them, acting alone, is hereby authorized, directed and empowered from time to time in the name and on behalf of the Corporation to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Corporation or otherwise, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the Loan Documents (including, without limitation, any amendments, supplements or modifications to the Loan Documents and such other documents, agreements, certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Corporation now or hereafter acquired as contemplated by the Loan Documents, with full authority to indorse, assign or guarantee any of the foregoing in the name of the Corporation, in each case, as any such officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing resolution, his or her execution and delivery thereof to be conclusive evidence that he or she deems it necessary or advisable, his or her execution and delivery thereof to be conclusive evidence of his or her authority to so act and of his or her approval thereof; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to execute, deliver and perform for and on behalf of the Corporation, as a debtor and debtor-in-possession, such agreements, instruments, certificates, contracts and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Authorized Officer or Authorized Officers so acting; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to authorize the Agent (as defined in the Loan Agreement) to file any Uniform Commercial Code (the "UCC") financing statement the Agent deems necessary or convenient to perfect any lien or security interest granted under the Loan Documents, including any such UCC financing statement containing a super-generic description of collateral, such as "all assets", "all property now or hereafter acquired" and other similar descriptions of like import and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Corporation and such other filings in respect of intellectual and other property of the Corporation, in each case as the Agent may reasonably request to perfect the security interests of the Agents and the Lenders under the Loan Documents; and it is further

RESOLVED, that the Corporation as the sole shareholder of each of the wholly-owned subsidiaries listed on the attached Annex A (the "Subsidiaries" and each of them a "Subsidiary"), hereby is authorized and empowered to take or cause to

be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine; and it is further

RESOLVED, that the Corporation, as the sole direct or indirect shareholder of each of the Subsidiaries hereby is authorized and empowered to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause and authorize the Subsidiaries to guaranty the borrowing by the Corporation of funds from a lender or lenders as any Authorized Officer of the Corporation deems appropriate and to guaranty all other obligations of the Corporation under any agreements of the Corporation with respect thereto, and obtain the use of cash collateral in such amounts, from such lender or lenders and on such terms as may be approved by any one or more of the Authorized Officers as reasonably necessary for the continuing conduct of the affairs of the Corporation and the Subsidiaries and each Subsidiary may grant security interests in and liens upon all or any portion of each Subsidiary's assets as may be deemed necessary by any one or more of the Authorized Officers in connection with such borrowings or the use of such cash collateral; and it is further

Advisors for Reorganization Matters

RESOLVED, that Rothschild, Inc. be, and hereby are, employed as financial advisors and investment bankers for the Corporation in the chapter 11 case; and it is further

RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP and its affiliates be, and hereby are, employed under general retainer as attorneys for the Company in the chapter 11 case; and it is further

RESOLVED, that the law firm of Shearman & Sterling LLP be, and hereby are, employed as special counsel for the Corporation in the chapter 11 case; and it is further

RESOLVED, that FTI Consulting, Inc. be, and hereby are, employed as restructuring advisor for the Corporation in the chapter 11 case.

Indemnification Matters and Bylaw Amendments

WHEREAS, pursuant to Section 145 of the Delaware General Corporation Law, a corporation has the power to indemnify any person who is or was an employee

of such corporation or who is or was serving at the request of that corporation for another entity under certain specified circumstances;

WHEREAS, pursuant to Article IX of the Corporation's Bylaws (the "Bylaws"), a majority of the total number of directors which the Corporation would have if there were no vacancies on the Board may affirmatively vote to alter or repeal the Bylaws or adopt new Bylaws;

WHEREAS, the Board has determined that it is advisable and in the best interests of the Corporation to amend and restate the Bylaws in order to provide indemnification to the Corporation's executives and managerial employees under certain circumstances,

WHEREAS, the Board has determined that it is advisable and in the best interests of the Corporation to ratify its intention that all directors, officers, executives and managerial employees serve in their positions at the request of the Corporation for purposes of Article V of the Bylaws, and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Corporation to amend and restate the Bylaws in order to delete certain provisions that relate to the date on which General Motors Corporation and its controlled companies ceased owning a majority of the equity interests in the Corporation, which date has occurred, and therefore such provisions are no longer applicable.

NOW THEREFORE, BE IT RESOLVED, that the Corporation hereby authorizes and approves the Bylaws to be amended and restated in substantially the form described to the Board (as proposed to be amended and restated, the "Amended Bylaws"); and be it further

RESOLVED, that that Authorized Officers be, and each of them individually hereby is, authorized and directed, in the name of and on behalf of the Company, to finalize the Amended Bylaws; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare, execute and file a report on Form 8-K and such other forms, press releases, public disclosures, notifications, reports, documents and instruments, and amendments thereto, that, in the judgment of the Authorized Officer taking such action, are necessary, appropriate or advisable in order to comply with any requirements of any federal, state, local or foreign government or any office, agency or entity thereof, or any self-regulatory organization, in connection with the amendment and restatement of the Bylaws, or otherwise to carry out the intent and purpose of these resolutions; and be it further

RESOLVED, that for purposes of Article V of the Bylaws and Section 145 of Delaware General Corporation Law, it is hereby ratified, confirmed and approved in all respects as the acts and deeds of the Corporation that all persons now serving, or who have heretofore served, as directors, officers, executives and managerial employees of all wholly-owned subsidiaries of the Corporation are

serving, or were serving, respectively, in such roles at the request of the Corporation; and be it further

RESOLVED, that for purposes of Article V of the Bylaws and Section 145 of Delaware General Corporation Law, it is hereby ratified, confirmed and approved in all respects as the acts and deeds of the Corporation that all persons who are employed by the Corporation or a wholly-owned subsidiary of the Corporation, who are now serving as directors, officers, executives and managerial employees of an entity in which the Corporation has an ownership interest (but which is not wholly-owned by the Corporation) (such entity, a "Current Minority Entity") are deemed to be serving in such role(s) for the Current Minority Entity at the request of the Corporation; and be it further

RESOLVED, that for purposes of Article V of the Bylaws and Section 145 of Delaware General Corporation Law, it is hereby ratified, confirmed and approved in all respects as the acts and deeds of the Corporation that all persons who heretofore served as directors, officers, executives and managerial employees of an entity in which the Corporation at such time had an ownership interest (but which was not wholly-owned by the Corporation at such time) (such entity, a "Former Minority Entity") and at the time of such service, were also employed by the Corporation or a wholly-owned subsidiary of the Corporation, were serving in such role(s) for the Former Minority Entity at the request of the Corporation; and be it further

General Authorization

RESOLVED, that actions heretofore taken by officers of Subsidiaries of the Corporation, taken in their capacity as such, in connection with (a) removing, appointing and electing directors and officers of certain Subsidiaries, (b) adopting, ratifying, confirming and approving in all respects actions taken by such elected directors on behalf of certain Subsidiaries as the acts and deeds of such Subsidiaries, and (c) rescinding prior actions of a Subsidiary, Delphi Technologies, Inc., adopted in error, each are hereby ratified, confirmed and approved in all respects;

RESOLVED, that the Authorized Officers of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers of the Corporation, each of the Authorized Officers of the Corporation be, and they hereby are, authorized and directed to take or perform or cause to be taken or performed all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation, to incur and pay or cause to be paid all such fees and expenses as

in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions; and it is further

RESOLVED, that all actions heretofore taken consistent with the purpose and intent of the foregoing resolutions are hereby ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

Annex A

Subsidiaries

1. ASEC Manufacturing General Partnership
2. ASEC Sales General Partnership
3. Aspire, Inc.
4. Delco Electronics Overseas Corporation
5. Delphi Automotive Systems (Holding), Inc.
6. Delphi Automotive Systems Global (Holding), Inc.
7. Delphi Automotive Systems Human Resources LLC
8. Delphi Automotive Systems International, Inc.
9. Delphi Automotive Systems Korea, Inc.
10. Delphi Automotive Systems LLC
11. Delphi Automotive Systems Overseas Corporation
12. Delphi Automotive Systems Risk Management Corp.
13. Delphi Automotive Systems Services LLC
14. Delphi Automotive Systems Tennessee, Inc.
15. Delphi Automotive Systems Thailand, Inc.
16. Delphi China LLC
17. Delphi Connection Systems
18. Delphi Diesel Systems Corp.
19. Delphi Electronics (Holding) LLC
20. Delphi Foreign Sales Corporation
21. Delphi Integrated Service Solutions, Inc.
22. Delphi International Holdings Corp.
23. Delphi International Services, Inc.
24. Delphi Liquidation Holding Company
25. Delphi LLC
26. Delphi Mechatronic Systems, Inc.
27. Delphi Medical Systems Colorado Corporation
28. Delphi Medical Systems Corporation
29. Delphi Medical Systems Texas Corporation
30. Delphi NY Holdings Corporation
31. Delphi Services Holding Corporation
32. Delphi Technologies, Inc.
33. DREAL, Inc.
34. Environmental Catalysts, LLC
35. Exhaust Systems Corporation
36. Packard Hughes Interconnect Company
37. Specialty Electronics International Ltd.
38. Specialty Electronics, Inc.

Annex A

Subsidiaries

1. ASEC Manufacturing General Partnership
2. ASEC Sales General Partnership
3. Aspire, Inc.
4. Delco Electronics Overseas Corporation
5. Delphi Automotive Systems (Holding), Inc.
6. Delphi Automotive Systems Global (Holding), Inc.
7. Delphi Automotive Systems Human Resources LLC
8. Delphi Automotive Systems International, Inc.
9. Delphi Automotive Systems Korea, Inc.
10. Delphi Automotive Systems LLC
11. Delphi Automotive Systems Overseas Corporation
12. Delphi Automotive Systems Risk Management Corp.
13. Delphi Automotive Systems Services LLC
14. Delphi Automotive Systems Tennessee, Inc.
15. Delphi Automotive Systems Thailand, Inc.
16. Delphi China LLC
17. Delphi Connection Systems
18. Delphi Diesel Systems Corp.
19. Delphi Electronics (Holding) LLC
20. Delphi Foreign Sales Corporation
21. Delphi Integrated Service Solutions, Inc.
22. Delphi International Holdings Corp.
23. Delphi International Services, Inc.
24. Delphi Liquidation Holding Company
25. Delphi LLC
26. Delphi Mechatronic Systems, Inc.
27. Delphi Medical Systems Colorado Corporation
28. Delphi Medical Systems Corporation
29. Delphi Medical Systems Texas Corporation
30. Delphi NY Holdings Corporation
31. Delphi Services Holding Corporation
32. Delphi Technologies, Inc.
33. DREAL, Inc.
34. Environmental Catalysts, LLC
35. Exhaust Systems Corporation
36. Packard Hughes Interconnect Company
37. Specialty Electronics International Ltd.
38. Specialty Electronics, Inc.